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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8669 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Americas Styrenics LLC
24 Waterway Ave., Ste. 1200
The Woodlands, TX 77380]

Section Chief
January 12, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

81 railcars within the series ACFX 039750 - ACFX 039818 and ACFX 064536 - ACFX 064709 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Americas Styrenics LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

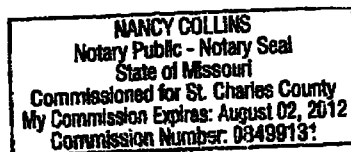
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

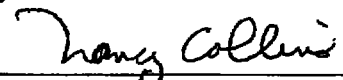
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Americas Styrenics LLC

Contract 3-8669 rider 1 dated 5/21/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	039750
	Hopper	ACFX	039752
	Hopper	ACFX	039755
	Hopper	ACFX	039756
	Hopper	ACFX	039757
	Hopper	ACFX	039758
	Hopper	ACFX	039760
	Hopper	ACFX	039761
	Hopper	ACFX	039762
	Hopper	ACFX	039764
	Hopper	ACFX	039765
	Hopper	ACFX	039768
	Hopper	ACFX	039769
	Hopper	ACFX	039771
	Hopper	ACFX	039773
	Hopper	ACFX	039774
	Hopper	ACFX	039775
	Hopper	ACFX	039776
	Hopper	ACFX	039777
	Hopper	ACFX	039779
	Hopper	ACFX	039780
	Hopper	ACFX	039781
	Hopper	ACFX	039782
	Hopper	ACFX	039784
	Hopper	ACFX	039786
	Hopper	ACFX	039787
	Hopper	ACFX	039788
	Hopper	ACFX	039791
	Hopper	ACFX	039792
	Hopper	ACFX	039793
	Hopper	ACFX	039797
	Hopper	ACFX	039798
	Hopper	ACFX	039804
	Hopper	ACFX	039807

Schedule A

Equipment

Americas Styrenics LLC

Contract 3-8669 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	039808
	Hopper	ACFX	039813
	Hopper	ACFX	039816
	Hopper	ACFX	039818
	Hopper	ACFX	064536
	Hopper	ACFX	064537
	Hopper	ACFX	064540
	Hopper	ACFX	064542
	Hopper	ACFX	064544
	Hopper	ACFX	064545
	Hopper	ACFX	064546
	Hopper	ACFX	064550
	Hopper	ACFX	064553
	Hopper	ACFX	064554
	Hopper	ACFX	064555
	Hopper	ACFX	064557
	Hopper	ACFX	064559
	Hopper	ACFX	064560
	Hopper	ACFX	064562
	Hopper	ACFX	064563
	Hopper	ACFX	064565
	Hopper	ACFX	064567
	Hopper	ACFX	064569
	Hopper	ACFX	064570
	Hopper	ACFX	064574
	Hopper	ACFX	064575
	Hopper	ACFX	064579
	Hopper	ACFX	064580
	Hopper	ACFX	064581
	Hopper	ACFX	064582
	Hopper	ACFX	064583
	Hopper	ACFX	064584
	Hopper	ACFX	064585
	Hopper	ACFX	064586

Schedule A

Equipment

Americas Styrenics LLC

Contract 3-8669 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	064587
	Hopper	ACFX	064589
	Hopper	ACFX	064590
	Hopper	ACFX	064591
	Hopper	ACFX	064593
	Hopper	ACFX	064594
	Hopper	ACFX	064596
	Hopper	ACFX	064600
	Hopper	ACFX	064605
	Hopper	ACFX	064606
	Hopper	ACFX	064701
	Hopper	ACFX	064702
	Hopper	ACFX	064709

81